

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
In re :
: DELPHI CORPORATION, et al. :
: :
: :
: :
: :
: :
: :
Debtors :
-----X

Case No. 05-44481
Chapter 11, Jointly Administered
Schedule No. **1608536**
Claim No. **292** and **2049**
\$4,019,539.03

NOTICE TO TRANSFER OF CLAIM PURSUANT TO FRBP 3001(e)(2)

To: ("**Transferor**") APS Clearing, Inc.
Attn: Matthew Hamilton
1301 Capital of Texas Hwy,
Suite No. B-220
Austin, Texas 78746

Please take notice that the transfer of 100% of your general unsecured and reclamation Claim(s) (as defined in **Exhibit A** and **B** hereto), in the amount of \$4,019,539.03 in the bankruptcy case referenced above, together with all applicable interest, fees and expenses thereto, has been transferred (unless previously expunged by court order) to:

From: ("**Transferee**") Aslan Capital Master Fund, LP
375 Park Avenue, Suite 1903
New York, NY 10152

Evidence that Transferor has assigned all of its right, title and interest in the Claim(s) to Transferee is attached hereto as **Exhibit A**.

No action is required if you do not object to the transfer of your claim. HOWEVER, IF YOU OBJECT TO THE TRANSFER OF YOUR CLAIM, WITHIN TWENTY (20) DAYS OF THE DATE OF THIS NOTICE, YOU MUST FILE A WRITTEN OBJECTION WITH:

United States Bankruptcy Court
Southern District of New York
Attn: Special Deputy Clerk
One Bowling Green
New York, NY 10004-1408

If you file an objection a hearing will be scheduled. If you do not file an objection, or it is not timely filed, the transferee will be substituted on the Court's records as the Claimant. SEND A COPY OF YOUR OBJECTION TO THE TRANSFEE.

EXHIBIT A
EVIDENCE OF TRANSFER

APS Clearing, Inc., with an address at 1301 Capital of Texas Hwy, Suite B-220, Austin, Texas 78746 ("**Assignor**") transfers and assigns unto Aslan Capital Master Fund, LP, its successors and assigns ("**Assignee**"), pursuant to the terms of that certain Purchase and Sale Agreement For Certain Claims In The Chapter 11 Cases, of even date herewith (the "**Agreement**"), all of its right, title and interest in and to (a) those certain proofs of claim, identified on the attached Schedule of Claims, as further identified in each Original Creditor's¹ duly and timely filed Proof of Claim (the "**Proof of Claim**") against Delphi Automotive Systems, LLC (the "**Debtor**"), and (b) those certain scheduled claims, identified on the attached Schedule of Claims, as further listed in Schedule F of the Debtor's Schedules of Assets and Liabilities (the "**Scheduled Claim**")² filed in the United States Bankruptcy Court, Southern District of New York ("**Bankruptcy Court**"), jointly administered under Case No. 05-44481, originally assigned by the Original Creditor identified on the attached Schedule of Claims to Assignor's Immediate Prior Seller prior to the date hereof.

Assignor hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law. Assignor acknowledges and understands, and hereby stipulates, that an order of the Bankruptcy Court may be entered without further notice to Assignor transferring to Assignee the foregoing Claims and recognizing the Assignee as the sole owner and holder of the Claims. Assignor further directs the Debtor, the Bankruptcy Court and all other interested parties that all further notices relating to the Claims, and all payments or distributions of money or property in respect of the Claims, shall be delivered or made to the Assignee.

IN WITNESS WHEREOF, the Assignor and the Assignee have caused this Assignment to be duly executed as of February 7, 2006.

ASSIGNEE:

APS CLEARING, INC.
a Delaware corporation

By: 

Name: Matthew Hamilton
Title: Managing Director

ASSIGNOR:

ASLAN CAPITAL MASTER FUND, LP

By: 

Name: BRUCE W. GREGORY
Title: MANAGING DIRECTOR

¹ Capitalized terms not otherwise defined herein, have those meaning ascribed to such terms in the Agreement.
² The Proof of Claim and the Scheduled Claim are together hereinafter referred to as the "**Claims**."

EXHIBIT B
SCHEDULE OF CLAIMS

Original Creditor	Assignor	Debtor	Proof of Claim No.'s	POC Amount	Schedule No.	Scheduled Amount
Engelhard Corporation	APS Clearing, Inc.	Delphi Automotive Systems, LLC	292 / 2049	\$ 4,019,539.03	1608536	\$ 4,233,181.81
TOTAL – 1 CLAIM				\$ 4,019,539.03		\$ 4,233,181.81